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FLORIDA PROFIT CORPORATION OR P.A.

The Smiling Fish Cafe, Inc.

Certificate of Status	0
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Page Count	04
Estimated Charge	\$70.00

ARTICLES OF INCORPORATION
OF
THE SMILING FISH CAFE, INC.

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE
CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is The Smiling Fish Cafe, Inc. and its principal office and mailing address is 95 Laura Hamilton Blvd., Unit C-5, Santa Rosa Beach, Florida 32459.

ARTICLE TWO
NATURE OF BUSINESS

This corporation is initially organized for the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes. This corporation shall have all corporate powers enumerated in said Chapter 607.

ARTICLE THREE
CAPITAL STOCK

The corporation is authorized to issue Ten Thousand (10,000) shares of stock with a par value of one dollar (\$1.00) each. Such stock shall be of a single class and shall be issued under Section 1244 of the Internal Revenue Code.

ARTICLE FOUR

TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE FIVE

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered office of the corporation is 36468 Emerald Coast Parkway, Suite 2101, Destin, Florida 32541. The registered agent at that address is Dawn E. Larsh.

ARTICLE SIX

BOARD OF DIRECTORS

This corporation shall have a board consisting of not less than one (1) nor more than five (5) directors. The names and addresses of the initial directors of the corporation are as follows:

Richard Grenamyer
6499 W. Hwy 30-A
Santa Rosa Beach, FL 32459

Richard Rookis
95 Laura Hamilton Blvd., Unit C-5
Santa Rosa Beach, FL 32459

The person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until his/her/their successor(s) is/are elected or appointed and has/have qualified, whichever occurs first.

ARTICLE SEVEN

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE EIGHT

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE NINE

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.


ARTICLE TEN

INCORPORATOR

The name and address of the person signing these articles is :

Dawn E. Larsh
36468 Emerald Coast Parkway, Suite 2101
Destin, Florida 32541

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles on March 12, 2001.


Dawn E. Larsh, Incorporator

ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF OKALOOSA

Before me, the undersigned officer, personally appeared Dawn E. Larsh, Incorporator, for the purpose of lawfully executing these Articles of Incorporation.



Ruth Ann Lynch

Notary Public
My Commission Expires:

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY THE REGISTERED AGENT

I, Dawn E. Larsh, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on March 12, 2001.

Dawn E. Larsh

Dawn E. Larsh, Registered Agent